

RECORD OF PROCEEDINGS

**MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
AEROTROPOLIS AREA COORDINATING
METROPOLITAN DISTRICT (“DISTRICT”)
HELD
JUNE 17, 2021**

A special meeting of the Board of Directors of the District, County of Adams (referred to hereafter as the “Board”) was convened on Thursday, June 17, 2021 at 1:00 p.m. at the Information Center, 3900 E. 470 Beltway, Aurora, Colorado. Due to concerns regarding the spread of the Coronavirus (COVID-19) and the benefits to the control of the spread of the virus by limiting in-person contact, the District Board meeting was held and properly noticed to be held via video enabled web conference, with Directors Hopper, Ferreira and Shearon attending in person at the physical meeting location. The meeting was open to the public via videoconference.

Directors in Attendance Were:

Matt Hopper
Carla Ferreira
Michael Sheldon
Cynthia (Cindy) Shearon

Also in Attendance Were:

Elisabeth A. Cortese, Esq. and Jon Hoistad, Esq.; McGeady Becher P.C.
Denise Denslow, Rebecca Gianarkis, Anna Jones, Debra Sedgely and Zach Leavitt; CliftonLarsonAllen LLP (“CLA”)
Kamille Curylo, Esq. and Tanya Lawless, Esq.; Kutak Rock LLP

**ADMINISTRATIVE
MATTERS**

Disclosure of Potential Conflicts of Interest: Attorney Cortese discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Board of Directors to the Secretary of State. The members of the Board were requested to disclose any potential conflicts of interest with regard to any matters scheduled for discussion at this meeting, and incorporated for the record those applicable disclosures made by the Board members prior to this meeting in accordance with statute. It was noted that the disclosures of potential conflicts of interest were filed with the Secretary of State for all Directors. No new conflicts were disclosed.

Quorum/Confirmation of Meeting Location/Posting of Notice: Director Hopper confirmed a quorum for the special meeting. The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District’s Board meeting. Following discussion, upon motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried, the Board determined that because there was not a suitable or convenient

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location within the District boundaries to conduct this meeting it was determined to conduct this meeting at the above-stated location, with Directors Hopper, Ferreira and Shearon attending in person. Due to concerns regarding the spread of COVID-19, and the benefits to the control of the virus by limiting in-person contact, the remaining Board members and consultants attended via videoconference. The Board further noted that notice providing the time, date and video link information was duly posted and that no objections, or any requests that the means of hosting the meeting be changed by taxpaying electors within its boundaries have been received.

Agenda: The Board considered the proposed Agenda for the District's special meeting.

Following discussion, upon motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried, the Agenda was approved, as presented.

Public Comment: There was no public comment.

Organizational Flowchart: Attorney Hoistad informed the Board that Matrix Design Group, Inc. is working to update the Organizational Flowchart. The Board deferred discussion of the Organizational Flowchart to the next meeting.

CONSENT AGENDA

The Board considered the following actions:

Review and consider approval of May 20, 2021 special meeting minutes.

Following discussion, upon a motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried, the Board ratified and/or approved of the Consent Agenda items, as presented.

LEGAL MATTERS

Builder Cost Sharing Agreement for Construction Manager-Only Services (Grading for The Aurora Highlands) by and among the District, Melody Homes, Inc., TriPointe Homes Holdings, Inc., Bridgewater Homes, LLC, Taylor Morrison of Colorado, Inc. and Century Land Holding, LLC:

Attorney Hoistad reviewed the Builder Cost Sharing Agreement for Construction Manager-Only Services (Grading for The Aurora Highlands) with the Board. Following review and discussion, upon motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried, the Board approved the Builder Cost Sharing Agreement for Construction Manager-Only Services (Grading for The Aurora Highlands) by and among the District, Melody Homes, Inc., TriPointe Homes Holdings, Inc., Bridgewater Homes, LLC, Taylor Morrison of Colorado, Inc. and Century Land Holding, LLC (hereinafter referred

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to collectively as the “Builders”) and directed that a Notice to Proceed be issued upon receipt of funding from the Builders.

Proposed Terms for Cooperative Agreement Regarding Construction of The Aurora Highlands Parkway by and between Aerotropolis Regional Transportation Authority (“ARTA”), the District and East Cherry Creek Valley Water & Sanitation District (“ECCV”): Attorney Hoistad and Director Hopper provided a high-level description of negotiations with ECCV. It was noted that this matter is likely to be more substantially discussed by ARTA at its upcoming meeting and that further discussions by the Board are anticipated shortly thereafter.

Executive Session: It was determined that an executive session was not necessary.

FINANCIAL MATTERS

Lender Funding Request and Payment of Claims for Operating Costs: Ms. Sedgley reviewed the Lender funding request with the Board. Following discussion, upon a motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote, unanimously carried by roll call, the Board acknowledged approval of the Lender funding request and approved payment of claims for operating costs in the amount of \$46,528.21.

Cash Position Report Dated March 31, 2021, updated as of June 7, 2021: Ms. Sedgley reviewed the Cash Position Report with the Board. Following review, upon a motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board accepted the Cash Position Reported dated March 31, 2021, updated as of June 7, 2021.

The Aurora Highlands Community Authority Board (“CAB”) and District Engineer’s Report and Verification of Costs Associated with Public Improvements (Draw No. 36) Engineer’s Report and Verification of Costs No. 13 prepared by Schedio Group LLC (“Engineer’s Report”): Ms. Sedgley reviewed the Engineer’s Report with the Board. Following review and discussion, upon a motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved the recommendation to the CAB for acceptance of the Engineer’s Report.

CAPITAL PROJECTS

Draw Request No. 36: Ms. Sedgley reviewed Draw Request No. 36 with the Board. Following discussion, upon motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved Draw Request No. 36, in the amount of \$2,489,852.90, as shown below:

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CAB (A Bonds)	\$ 1,758,596.48
CAB (B Bonds)	\$ 27,353.00
ARTA	\$ 687,029.92
ATEC	\$ 15,873.50
	\$ 2,489,852.90

Master Service Agreement (“MSA”) for Project Support and Review Services (District) by and between the District and AECOM Technical Services, Inc.:

Following discussion, upon a motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved the MSA for Project Support and Review Services (District) by and between the District and AECOM Technical Services, Inc., upon review and recommendation by the Construction Committee and Lender commitment to fund.

Task Order No. 02 to the MSA for Civil Engineering Services by and between the District and Cage Engineering, Inc., for Neighborhood Park #4 (PA-58) Preliminary and Final Engineering:

Following discussion, upon a motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved Task Order No. 02 to the MSA for Civil Engineering Services by and between the District and Cage Engineering, Inc., for Neighborhood Park #4 (PA-58) Preliminary and Final Engineering, in the amount of \$40,250.00, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Task Order No. 03 to MSA for Civil Engineering Services by and between the District and Cage Engineering, Inc., for 26th Avenue and District Collector Roadways Preliminary and Final Engineering:

Following discussion, upon a motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved Task Order No. 03 to MSA for Civil Engineering Services by and between the District and Cage Engineering, Inc., for 26th Avenue and District Collector Roadways Preliminary and Final Engineering, in the amount of \$130,500.00, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Change Order No. 10 to the Construction Agreement by and between the District and Dynalectric Company for TAH Filing 1 – Lighting (Installation of 4 Traffic Signal Poles at TAH Parkway and Main Street P3):

Following discussion, upon a motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved Change Order No. 10 to the Construction Agreement by and between the District and Dynalectric Company for TAH Filing 1 – Lighting (Installation of 4 Traffic Signal Poles at TAH Parkway and Main Street P3), in the amount of \$111,653.61, upon review and recommendation by the Construction Committee and Lender commitment to fund.

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Change Order No. 11 to the Construction Agreement by and between the District and Dynalectric Company for TAH Filing 1 - Lighting (Moving Electrical Services A1, A2, A3 and A12): Following discussion, upon a motion duly made by Director Sheldon, seconded by Director Ferreira, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 11** to the **Construction Agreement** by and between the District and **Dynalectric Company** for TAH Filing 1 - Lighting (Moving Electrical Services A1, A2, A3 and A12), in the amount of \$203,639.47, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Change Order No. 12 to the Construction Agreement by and between the District and Dynalectric Company for TAH Filing 1 - Lighting (General Condition Extension for Schedule Delay Due to Design Team Delays to Submittal and RFI Responses): Following discussion, upon a motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 12** to the **Construction Agreement** by and between the District and **Dynalectric Company** for TAH Filing 1 - Lighting (General Condition Extension for Schedule Delay Due to Design Team Delays to Submittal and RFI Responses), in the amount of \$42,670.00, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Change Order No. 46 to the Construction Agreement by and between the District and JHL Constructors, Inc. for Trib T Aurora Parkway P3 and Mainstreet P3 (Landscape Colored Concrete at Traffic Circle per drawing L-223 of Norris Design Drawings): Following discussion, upon a motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 46** to the **Construction Agreement** by and between the District and **JHL Constructors, Inc.** for Trib T Aurora Parkway P3 and Mainstreet P3 (Landscape Colored Concrete at Traffic Circle per drawing L-223 of Norris Design Drawings), in the amount of \$146,849.61, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Change Order No. 47 to the Construction Agreement by and between the District and JHL Constructors, Inc. for Trib T Aurora Parkway P3 and Mainstreet P3 (Overtime Costs for 4.5 Weeks to Accelerate Grading, Storm Structures, etc. and Completion of Pond 8570): Following discussion, upon a motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 47** to the **Construction Agreement** by and between the District and **JHL Constructors, Inc.** for Trib T Aurora Parkway P3 and Mainstreet P3 (Overtime Costs for 4.5 Weeks to Accelerate Grading, Storm Structures, etc. and Completion of Pond 8570), in the amount of \$199,816.93, upon review and recommendation by the Construction Committee and Lender commitment to fund.

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Change Order No. 48 to the Construction Agreement by and between the District and JHL Constructors, Inc. for Trib T Aurora Parkway P3 and Mainstreet P3 (Cost to Install Engineered Stone in Lieu of Natural Stone Veneer at the N/S Collector Bridge, EB Pedestrian Underpass, WB Pedestrian Underpass, Landscape Walls at Bridges, and Landscape Wall Capstones at Bridges): Following discussion, upon a motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 48** to the **Construction Agreement** by and between the District and **JHL Constructors, Inc.** for Trib T Aurora Parkway P3 and Mainstreet P3 (Cost to Install Engineered Stone in Lieu of Natural Stone Veneer at the N/S Collector Bridge, EB Pedestrian Underpass, WB Pedestrian Underpass, Landscape Walls at Bridges, and Landscape Wall Capstones at Bridges), in the amount of \$141,612.19, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Change Order No. 49 to the Construction Agreement by and between the District and JHL Constructors, Inc. for Trib T Aurora Parkway P3 and Mainstreet P3 (Cost to Add Additional 1-foot Width of Concrete Required in Trickle Channels and Type 2 Bedding at Ponds 8570, 511 and 5101 per HR Green's Response to RFI #136): Following discussion, upon a motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 49** to the **Construction Agreement** by and between the District and **JHL Constructors, Inc.** for Trib T Aurora Parkway P3 and Mainstreet P3 (Cost to Add Additional 1-foot Width of Concrete Required in Trickle Channels and Type 2 Bedding at Ponds 8570, 511 and 5101 per HR Green's Response to RFI #136), in the amount of \$39,247.61, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Change Order No. 51 to the Construction Agreement by and between the District and JHL Constructors, Inc. for Trib T Aurora Parkway P3 and Mainstreet P3 (Revision 5 Package Agreed upon between JHL and AECOM): Following discussion, upon a motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 51** to the **Construction Agreement** by and between the District and **JHL Constructors, Inc.** for Trib T Aurora Parkway P3 and Mainstreet P3 (Revision 5 Package Agreed upon between JHL and AECOM), in the amount of \$176,995.34, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Change Order No. 52 to the Construction Agreement by and between the District and JHL Constructors, Inc. for Trib T Aurora Parkway P3 and Mainstreet P3 (Renew the Bond Work within the E-470 ROW): Following discussion, upon a motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved

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Change Order No. 52 to the Construction Agreement by and between the District and **JHL Constructors, Inc.** for Trib T Aurora Parkway P3 and Mainstreet P3 (Renew the Bond Work within the E-470 ROW), in the amount of \$2,813.13, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Change Order No. 53 to the Construction Agreement by and between the District and JHL Constructors, Inc. for Trib T Aurora Parkway P3 and Mainstreet P3 (Remove Temporary Berm SB3 at Gas Line): Following discussion, upon a motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 53 to the Construction Agreement** by and between the District and **JHL Constructors, Inc.** for Trib T Aurora Parkway P3 and Mainstreet P3 (Remove Temporary Berm SB3 at Gas Line), in the amount of \$15,709.54, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Change Order No. 08 to the Construction Agreement by and between the District and Kelley Trucking, Inc. for Tributary MS Phase 3 EWEC (Grade Main Street from E. 38th Place to 42nd Avenue): Following discussion, upon a motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 08 to the Construction Agreement** by and between the District and **Kelley Trucking, Inc.** for Tributary MS Phase 3 EWEC (Grade Main Street from E. 38th Place to 42nd Avenue), in the amount of \$24,675.00, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Change Order No. 19 to the Construction Agreement by and between the District and Martin Marietta Materials, Inc., for Mainstreet P1-2 and 42nd Aura P1 (Phased 26th Avenue Paving Project): Following discussion, upon a motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 19 to the Construction Agreement** by and between the District and **Martin Marietta Materials, Inc.**, for Mainstreet P1-2 and 42nd Aura P1 (Phased 26th Avenue Paving Project), in the amount of \$101,129.30, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Change Order No. 20 to the Construction Agreement by and between the District and Martin Marietta Materials, Inc., for Mainstreet P1-2 and 42nd Aura P1 (Credit to Remove Base and Paving at Main Street from Contract and for Removal of Asphalt at 38th and Gun Club and Installation of Median and Vertical Curb and Gutter): Following discussion, upon a motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 20 to the Construction Agreement** by and between the District and **Martin Marietta Materials, Inc.**, for

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Mainstreet P1-2 and 42nd Aura P1 (Credit to Remove Base and Paving at Main Street from Contract and for Removal of Asphalt at 38th and Gun Club and Installation of Median and Vertical Curb and Gutter), in the amount of \$21,928.50, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Change Order No. 03 to Task Order No. 09 to the MSA for Civil Engineering Services by and between the District and Merrick & Company, for Field Observations and As-Builts: Following discussion, upon a motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 03 to Task Order No. 09** to the MSA for Civil Engineering Services by and between the District and **Merrick & Company**, for Field Observations and As-Builts, in the amount of \$22,350.00, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Change Order No. 04 to Task Order No. 09 to the MSA for Civil Engineering Services by and between the District and Merrick & Company, for Time and Materials for Meetings, RFI's, Submittals: Following discussion, upon a motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 04 to Task Order No. 09** to the MSA for Civil Engineering Services by and between the District and **Merrick & Company**, for Time and Materials for Meetings, RFI's, Submittals, in the amount of \$92,750.00, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Change Order No. 01 to Task Order No. 18 to the MSA for Planning and Landscape Architecture Services by and between the District and Norris Design, Inc. for Secondary Monuments and Entries – Phase 2 Primary Monument: Following discussion, upon a motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 01 to Task Order No. 18** to the MSA for Planning and Landscape Architecture Services by and between the District and **Norris Design, Inc.** for Secondary Monuments and Entries – Phase 2 Primary Monument, in the amount of \$20,000.00, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Change Order No. 01 to Task Order No. 12 to the MSA for Planning and Landscape Architecture Services by and between the District and Norris Design, Inc. for Miscellaneous Requests, Coordination of Meetings (Clean-up Past Invoices): Following discussion, upon a motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 01 to Task Order No. 12** to the MSA for Planning and Landscape Architecture Services by and between the District and **Norris Design, Inc.** for Miscellaneous Requests, Coordination of Meetings (Clean-

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up Past Invoices), in the amount of \$4,745.00, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Change Order No. 01 to Task Order No. 27 to the MSA for Planning and Landscape Architecture Services by and between the District and Norris Design, Inc. for Community Markers Requests (Clean-up Past Invoices):

Following discussion, upon a motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 01 to Task Order No. 27** to the MSA for Planning and Landscape Architecture Services by and between the District and **Norris Design, Inc.** for Community Markers Requests (Clean-up Past Invoices), in the amount of \$3,957.25, upon review and recommendation by the Construction Committee and Lender commitment to fund.

Change Order No. 11 to the Construction Agreement, by and between the District and Stormwater Risk Management, LLC for 42nd Avenue P2 and NS Collector EWEC (Erosion Control Blanketing and Turf Reinforcement Mat):

Following discussion, upon a motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 11** to the **Construction Agreement**, by and between the District and **Stormwater Risk Management, LLC** for 42nd Avenue P2 and NS Collector EWEC (Erosion Control Blanketing and Turf Reinforcement Mat), in the amount of \$443,019.00, upon review and recommendation by the Construction Committee and Lender commitment to fund.

ARTA MATTERS

None.

OTHER BUSINESS

None.

ADJOURNMENT

Following discussion, upon motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried, the Board adjourned the meeting at 1:29 p.m.

Respectfully submitted,

DocuSigned by:
By *Denise Denstow*
77517AF6E925439...
Secretary for the Meeting


Certificate Of Completion

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Subject: Please DocuSign: 2.A. Minutes 06-17-21 AACMD Final.pdf	
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Client Number: 011-042659-OS03-2021	
Source Envelope:	
Document Pages: 9	Signatures: 1
Certificate Pages: 4	Initials: 0
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Time Zone: (UTC-06:00) Central Time (US & Canada)	220 South 6th Street
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	Minneapolis, MN 55402
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	IP Address: 67.137.57.251

Record Tracking

Status: Original	Holder: Kathy Suazo	Location: DocuSign
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Signer Events

Signer Events	Signature	Timestamp
Denise Denslow denise.denslow@claconnect.com Secretary Security Level: Email, Account Authentication (None)	 <p>Signature Adoption: Pre-selected Style Using IP Address: 165.225.10.184</p>	<p>Sent: 7/16/2021 4:28:02 PM Viewed: 7/19/2021 9:37:32 AM Signed: 7/19/2021 9:37:39 AM</p>

Electronic Record and Signature Disclosure:
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In Person Signer Events

Editor Delivery Events

Agent Delivery Events

Intermediary Delivery Events

Certified Delivery Events

Carbon Copy Events

Witness Events

Notary Events

Envelope Summary Events

Envelope Summary Events	Status	Timestamps
Envelope Sent	Hashed/Encrypted	7/16/2021 4:28:02 PM
Certified Delivered	Security Checked	7/19/2021 9:37:32 AM
Signing Complete	Security Checked	7/19/2021 9:37:39 AM
Completed	Security Checked	7/19/2021 9:37:39 AM

Payment Events

Electronic Record and Signature Disclosure

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